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E-File: August 31, 2009

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12 Attorneys for Debtors and
 13 Debtors in Possession

14 **UNITED STATES BANKRUPTCY COURT**
 15 **DISTRICT OF NEVADA**

16 In re:

Case No.: BK-S-09-14814-LBR
 (Jointly Administered)

17 THE RHODES COMPANIES, LLC, aka
 18 "Rhodes Homes, et al."¹

Chapter 11

19 Debtors.

20

21 ¹ The Debtors in these cases, along with their case numbers are: Heritage Land Company, LLC (Case No. 09-
 22 14778); The Rhodes Companies, LLC (Case No. 09-14814); Tribes Holdings, LLC (Case No. 09-14817);
 23 Apache Framing, LLC (Case No. 09-14818); Geronimo Plumbing LLC (Case No. 09-14820); Gung-Ho
 Concrete LLC (Case No. 09-14822); Bravo, Inc. (Case No. 09-14825); Elkhorn Partners, A Nevada Limited
 Partnership (Case No. 09-14828); Six Feathers Holdings, LLC (Case No. 09-14833); Elkhorn Investments, Inc.
 (Case No. 09-14837); Jarupa, LLC (Case No. 09-14839); Rhodes Realty, Inc. (Case No. 09-14841); C & J
 Holdings, Inc. (Case No. 09-14843); Rhodes Ranch General Partnership (Case No. 09-14844); Rhodes Design
 and Development Corporation (Case No. 09-14846); Parcel 20, LLC (Case No. 09-14848); Tuscany
 Acquisitions IV, LLC (Case No. 09-14849); Tuscany Acquisitions III, LLC (Case No. 09-14850); Tuscany
 Acquisitions II, LLC (Case No. 09-14852); Tuscany Acquisitions, LLC (Case No. 09-14853); Rhodes Ranch
 Golf Country Club, LLC (Case No. 09-14854); Overflow, LP (Case No. 09-14856); Wallboard, LP (Case No.
 09-14858); Jackknife, LP (Case No. 09-14860); Batcave, LP (Case No. 09-14861); Chalkline, LP (Case No. 09-
 27 14862); Glynda, LP (Case No. 09-14865); Tick, LP (Case No. 09-14866); Rhodes Arizona Properties, LLC
 (Case No. 09-14868); Rhodes Homes Arizona, L.L.C. (Case No. 09-14882); Tuscany Golf Country Club, LLC
 (Case No. 09-14884); and Pinnacle Grading, LLC (Case No. 09-14887).

Affects:

- All Debtors
 Affects the following Debtor(s)

NOTICE OF ENTRY OF ORDER

TO: ALL INTERESTED PARTIES:

YOU ARE HEREBY NOTICED that an **ORDER GRANTING SECOND PLAN EXCLUSIVITY AND CASH COLLATERAL STIPULATION [RE: DOCKET NO. 236]** was entered on August 28, 2009. A copy of the Order is attached hereto.

DATED this 31st day of August, 2009.

LARSON & STEPHENS

/s/ Zachariah Larson, Esq.

Zachariah Larson, Bar No. 7787

Kyle O. Stephens, Bar No. 7928

Myra G. Stephens, Bar No. 7926
810 S. Casino Center Blvd. Suite 104

315 S. Casino Center
Las Vegas NV 89101

Las Vegas, NV 89101
Attorneys for Debtor



Entered on Docket
August 28, 2009

A handwritten signature in black ink, appearing to read "Linda B. Riegle".

Hon. Linda B. Riegle
United States Bankruptcy Judge

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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

21 In re:

Case No.: 09-14814-LBR
(Jointly Administered)

22 THE RHODES COMPANIES, LLC, aka
"Rhodes Homes," et al.¹

23 Chapter 11

24 Debtors.

25 Hearing Date: August 28, 2009
Hearing Time: 1:30 p.m.
Courtroom: 1

26

27 ¹ The Debtors in these cases, along with their case numbers are: Heritage Land Company, LLC (Case No. 09-14778); The Rhodes Companies, LLC (Case No. 09-14814); Tribes Holdings, LLC (Case No. 09-14817); Apache Framing, LLC (Case No. 09-14818); Geronimo Plumbing LLC (Case No. 09-14820); Gung-Ho Concrete LLC (Case No. 09-14822); Bravo, Inc. (Case No. 09-14825); Elkhorn Partners, A Nevada Limited Partnership (Case No. 09-14828); Six Feathers Holdings, LLC (Case No. 09-14833); Elkhorn Investments, Inc. (Case No. 09-14837); Jarupa, LLC (Case No. 09-14839); Rhodes Realty, Inc. (Case No. 09-

Affects:

- 1 All Debtors
 2 Affects the following Debtor(s)

4

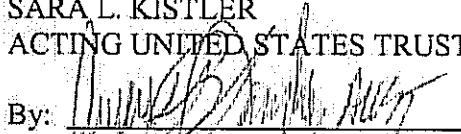
ORDER GRANTING SECOND PLAN EXCLUSIVITY AND CASH COLLATERAL
 5 **STIPULATION [Re Docket No. 236]**

6 Upon consideration of the Second Plan Exclusivity and Cash Collateral Stipulation
 7 attached hereto as Exhibit A (the "Stipulation"), and good cause appearing,

8 1. IT IS HEREBY ORDERED that the Stipulation is approved.

10 APPROVED:

11 SARA L. KISTLER
 12 ACTING UNITED STATES TRUSTEE

13 By: 

14 August E. Landis
 Assistant United States Trustee
 15 300 Las Vegas Blvd. S., Ste. 4300
 Las Vegas, NV 89101
 Telephone: (702) 388-6600 Ext. 235
 Telefax: (702) 388-6658

17 Prepared and Submitted this 28th day of August, 2009 by:

18 LARSON & STEPHENS

19 By: /s/ Zachariah Larson

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23 Attorney for Debtors and Debtors in Possession

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 26 Development Corporation (Case No. 09-14846); Parcel 20 LLC (Case No. 09-14848); Tuscany Acquisitions IV LLC (Case No.
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E-File: August 27, 2009

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14 **UNITED STATES BANKRUPTCY COURT**
15 **FOR THE DISTRICT OF NEVADA**

16 In re:

17 Case No. 09-14814 LBR

18 THE RHODES COMPANIES, LLC, aka "Rhodes
Homes," et al.¹

19 Date: August 28, 2009
Time: 1:30 p.m.
Place: Courtroom 1

Debtors.

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28
 Affects All Debtors
 Affects the following Debtors:

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PLAN EXCLUSIVITY AND CASH COLLATERAL STIPULATION

1 The Debtors in these cases, along with their case numbers are: Heritage Land Company, LLC (Case No. 09-14778); The Rhodes Companies, LLC (Case No. 09-14814); Tribes Holdings, LLC (Case No. 09-14817); Apache Framing, LLC (Case No. 09-14818); Geronimo Plumbing LLC (Case No. 09-14820); Gung-Ho Concrete LLC (Case No. 09-14822); Bravo, Inc. (Case No. 09-14825); Elkhorn Partners, A Nevada Limited Partnership (Case No. 09- 14828); Six Feathers Holdings, LLC (Case No. 09-14833); Elkhorn Investments, Inc. (Case No. 09-14837); Jarupa, LLC (Case No. 09-14839); Rhodes Realty, Inc. (Case No. 09-14841); C & J Holdings, Inc. (Case No. 09-14843); Rhodes Ranch General Partnership (Case No. 09-14844); Rhodes Design and Development Corporation (Case No. 09-14846); Parcel 20 LLC (Case No. 09-14848); Tuscany Acquisitions IV LLC (Case No. 09-14849); Tuscany Acquisitions III LLC (Case No. 09-14850); Tuscany Acquisitions II, LLC (Case No. 09-14852); Tuscany Acquisitions, LLC (Case No. 09-14853); Rhodes Ranch Golf Country Club, LLC (Case No. 09-14854); Overflow, LP (Case No. 09-14856); Wallboard, LP (Case No. 09-14858); Jackknife, LP (Case No. 09-14860); Batcave, LP (Case No. 09-14861); Chalkline, LP (Case No. 09-14862); Glynda, LP (Case No. 09-14865); Tick, LP (Case No. 09-14866); Rhodes Arizona Properties, LLC (Case No. 09-14868); Rhodes Homes Arizona, LLC (Case No. 09- 14882); Tuscany Golf Country Club, LLC (Case No. 09-14884); and Pinnacle Grading, LLC (Case No. 09-14887).

1 This Stipulation is entered into by and between the Debtors, the First Lien Steering
2 Committee ("FLSC"), the Administrative Agent for the First Lien Lenders (the "Agent"), the
3 Administrative Agent for the Second Lien Lenders (the "Second Lien Agent"), the Official
4 Committee of Unsecured Creditors (the "OCUC"), and certain non-Debtor affiliates of the
5 Debtors (the "Non-Debtor Affiliates"). The foregoing parties (together, the "Parties") hereby
6 enter into this Stipulation and agree as follows:

7 RECITALS

8 WHEREAS, on April 30, 2009, the Court entered that *Final Stipulated Order (I)*
9 *Authorizing Use of Cash Collateral Pursuant to Sections 105, 361, 362 and 363 of the Bank-*
10 *buptcy Code and (II) Granting Adequate Protection and Super Priority Administrative Expense*
11 *Priority to Prepetition Secured Lenders re Debtors' Motion for Interim and Final Orders*
12 *Pursuant to Sections 105, 361, 362, 363, and 364, etc. [Docket No. 126] (the "Final Cash*
13 *Collateral Order");*

14 WHEREAS, the Debtors filed the *Emergency Motion to Extend Cash Collateral Termination Date* [Docket No. 236] (the "Cash Collateral Extension Motion");

15 WHEREAS, the FLSC filed the *Objection of the First Lien Steering Committee to Debtors' Emergency Motion for an Order Extending Cash Collateral Termination Date* [Docket Number 236] [Docket No. 321];

16 WHEREAS, the Agent filed the *Objection to and Joinder in First Lien Steering Committee's Objection to Debtors' Emergency Motion for an Order Extending Cash Collateral Termination Date* [Docket No. 314];

17 WHEREAS, the OCUC filed the *Committee's Statement Regarding Debtors' Pending Motions to Extend Exclusivity and Allow Continued Use of Cash Collateral* [Docket No. 324];

18 WHEREAS, the Parties have previously entered into the Plan and Exclusivity Stipulation

1 (the “First Stipulation”), which Stipulation was approved by the *Order Granting Plan Exclusivity*
2 and *Cash Collateral Stipulation* [Rhodes Docket No. 336];

3 WHEREAS, pursuant to the First Stipulation, the Cash Collateral Termination Date as
4 defined in the Final Cash Collateral Order is currently set to expire on August 28, 2009 at 11:59
5 p.m. prevailing pacific time;

6 WHEREAS, pursuant to the First Stipulation, the Parties agreed that none of the Parties
7 would file a plan of reorganization prior to August 28, 2009;

8 NOW THEREFORE, in consideration of the mutual covenants contained herein, and
9 other good and valuable consideration (the receipt and sufficiency of which are acknowledged),
10 it is hereby stipulated and agreed by and between the Parties as follows:

11 **AGREEMENT**

12 1. None of the Parties shall file a plan of reorganization or facilitate any other person
13 in filing a plan of reorganization prior to September 18, 2009.

14 2. Subject to the Debtors’ continued compliance with all other terms of the Final
15 Cash Collateral Order, the First Lien Steering Committee has agreed to an extension of the Cash
16 Collateral Termination Date set forth in paragraph 3(i)(a) of the Final Cash Collateral Order
17 through October 2 at 11:59 p.m. (prevailing Pacific Time) based on the Budget filed with the
18 Court on July 28, 2009 [Docket No. 359], which shall replace the original Budget attached to the
19 Final Cash Collateral Order, with all other provisions of the Final Cash Collateral Order
20 remaining in full force and effect, except for compliance with paragraph 3(b) regarding Pinnacle,
21 which the FLSC and Agent waived under the First Stipulation.

22 3. The Cash Collateral Extension Motion shall be continued to the omnibus hearing
23 on October 2, 2009.

24 Dated: August 27, 2009

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1 APPROVED

2 By: /s/ Philip C. Dublin
3 AKIN GUMP STRAUSS
4 HAUER & FELD LLP
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6 Philip C. Dublin (NY Bar No. 2959344)
7 Abid Qureshi (NY Bar No. 268437)
8 One Bryant Park
9 New York, NY 10036
10 *Counsel for the First Lien Steering Committee*

11 APPROVED

12 By: /s/ Mark R. Somerstein
13 ROPES & GRAY LLP
14 Don S. De Amicis
15 Mark R. Somerstein
16 Benjamin L. Schneider
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19 *Counsel for Wells Fargo, N.A., as Agent for*
20 *the Second Lien Lenders*

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22 By: /s/ Brett A. Axelrod
23 Brett A. Axelrod
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Enterprises, Inc.

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2 By: /s/ Ramon M. Naguiat
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8 *Counsel for Credit Suisse, Cayman Islands*
9 *Branch, as Agent for First Lien Lenders*

10 APPROVED

11 By: /s/ J. Thomas Beckett
12 J. Thomas Beckett
13 Parsons Behle & Latimer
14 One Utah Center
15 201 South Main Street, Suite 1800
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17 *Counsel for Official Committee of*
18 *Unsecured Creditors*

19 APPROVED

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24 Los Angeles, CA 90067
25 *Counsel for Debtors and Debtors-in-*
26 *Possession*